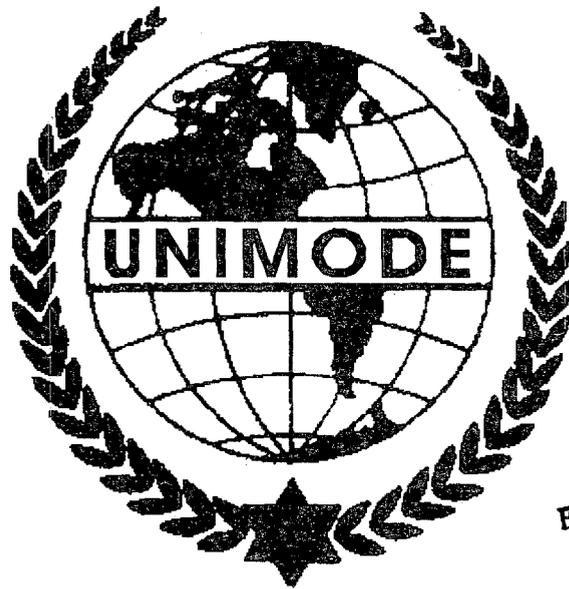


17TH ANNUAL REPORT
2008 - 2009



For Unimode Overseas Limited

[Handwritten signature]
Director

UNIMODE OVERSEAS LIMITED

Shri Sandeep Gupta	Director
Shri Indra Mohan Gupta	Director
Shri Ashish Gupta	Director
Shri Narinder Kumar Goyal	Director
Smt. Madhu Goyal	Director
Shri Rakesh Jain	Director

REGISTERED OFFICE

E-87, Masjid Moth,
Greater Kailash - III,
New Delhi - 110 048

AUDITORS

M/s K. L. Datta & Co.
Chartered Accountants
C-121, Greater Kailash - I
New Delhi - 110 048

CONTENTS	PAGE NO.
Notice	1
Directors Report	2
Report on Corporate Governance	3
Auditors Report	5
Balance Sheet	6
Profit & Loss Account	6
Schedules Forming of Accounts	6
Balance Sheet Abstract (Part - IV)	8
Cash Flow Statement	8

NOTICE is hereby given that the 17th Annual General Meeting of the members of **Unimode Overseas Limited** will be held on Tuesday, 29th Day of September 2009, at Lok Kala Manch, 20, Institutional Area, New Delhi –110003, at 10.30 A.M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2009, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Indra Mohan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. K. L. Datta & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:
"RESOLVED that Shri Narinder Kumar Goyal, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 on the date of this Meeting and in respect of whom, the Company has received a notice under section 257 in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:
"RESOLVED that Smt. Madhu Goyal, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 on the date of this Meeting and in respect of whom, the Company has received a notice under section 257 in writing proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To Consider and if Thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:
"RESOLVED that Shri Rakesh Jain, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 on the date of this Meeting and in respect of whom, the Company has received a notice under section 257 in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To Consider and if Thought fit to pass with or without modification the following resolution as a **Special Resolution**:
RESOLVED THAT subject to the provisions of Section 100 to 104 and other applicable provisions, if any of the Companies Act, 1956, and subject to confirmation by the Hon'ble High Court of Delhi, the issued and paid up equity share capital of the Company be reduced from Rs.5,00,72,070/- (divided into 50,07,207 shares of Rs.10/- each) to Rs. 50,07,207/- (divided into 50,07,207 shares of Re 1 each) and that such reduction be effected by cancelling capital which has been lost or is unrepresented by available assets, to the extent of Rs. 9/- per share upon each of the 50,07,207 shares which have been issued and by the reducing the nominal amount of all the shares in the Company's capital from Rs. 10/- per share to Re 1/- per share.
RESOLVED FURTHER THAT consequential amendments be made in the capital clause of the Memorandum of Association of the Company after the said reduction becomes operative and effective."

By order of the Board of Directors
for **UNIMODE OVERSEAS LIMITED**

Place : New Delhi
Date : 1st September, 2009

Sandeep Gupta
Director

NOTES:

1. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the business under item no. 4 to 7 set out above are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

3. Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the meeting, along with the Annual Report.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 28th September 2009 to 29th September 2009, both days inclusive.
5. Members are requested to notify the change in their address, if any.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
7. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
8. Members are requested to note that all correspondence relating to share transfer should be addressed to its Registrars and Transfer Agents, M/s. Skyline Financial Services Private Limited, 246, 1st Floor, Sant Nagar, East of Kailash, New Delhi – 110 065

EXPLANATORY STATEMENT PURSUANT SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 4:

It is informed that Shri Narinder Kumar Goyal was appointed Additional Director on the Board of the Company on 31.07.2009, as an Independent Director. Mr. Narinder Kumar Goyal has good experience in the Marketing strategies.

He is eligible for appointment as Director of the Company. The Board recommends the resolution for approval.

None of the Directors except the appointee himself is interested in the resolution of his appointment.

Item No. 5:

It is informed that Smt. Madhu Goyal was appointed Additional Director on the Board of the Company on 31.07.2009, as an Independent Director. Smt. Madhu Goyal have good experience in business and she is a Director of number of companies.

She is eligible for appointment as Director of the Company. The Board recommends the resolution for approval.

None of the Directors except the appointee herself is interested in the resolution of her appointment.

Item No. 6:

It is informed that Shri Rakesh Jain was appointed Additional Director on the Board of the Company on 01.09.2009, as an Independent Director. Shri Rakesh Jain is a member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has more than 15 years experience in financial matters.

He is eligible for appointment as Director of the Company. The Board recommends the resolution for approval.

None of the Directors except the appointee himself is interested in the resolution of his appointment.

Item No. 7:

As you are aware that the Company has been incurring continuous losses and the accumulated losses standing in the balance sheet of the Company as on 31.3.2009 is Rs. 4,91,44,257.62. The paid up share capital of the Company, to the extent of Rs. 4,91,44,257.62 is unrepresented by available assets.

The Board is proposing to set off Rs.4,50,64,863/- out of the accumulated loss of Rs. 4,91,44,257.62 leaving the balance of Rs. 40,79,394.62 in the Balance Sheet to carry forward. Your Directors consider it desirable to implement and effect the reduction of the equity share capital of the Company in the aforesaid manner such that post such reduction of the share capital the share capital represents the value of currently productive assets on the assets side of the balance sheet. Such an approach will rectify the asset-liability mismatch. Further depending upon the future operational performance of the Company the task of servicing the reduced share capital will become easier.

Pursuant to Section 100 of the Companies act, 1956 this resolution will be effective after confirmation by the High Court. After the shareholders have passed this resolution, the Company would approach the High Court for its confirmation.

None of the directors of the Company is directly interested or concerned in the proposed resolution, except to the extent of reduction as may be caused in the capital of the shares held by them.

By order of the Board of Directors
for **UNIMODE OVERSEAS LIMITED**

Place : New Delhi
Date : 1st September, 2009

Sandeep Gupta
Director

1. Sh. Indra Mohan Gupta, Non-Executive and Independent Director

Date of Birth	14.07.1941
Expertise in Specific Functional Area	Shri Indra Mohan Gupta is an experienced person in Business matters.
Directorship in other Companies	—
Committee Position	Member of Audit Committee of Unimode Overseas Limited.
Shareholding in the Company	700

2. Sh. Narinder Kumar Goyal, Non-Executive and Independent Director

Date of Birth	30.01.1962
Expertise in Specific Functional Area	Shri Narinder Kumar Goyal is a Commerce and Law Graduate and have more then 20 years in Marketing Strategies.
Directorship in other Companies	Ace Securities Private Limited, Dove Solutions Private Limited, SK Finman Private Limited and SNS Properties & Leasing Limited
Committee Position	Chairman of Shareholders' Grievance Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited. Member of Audit Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited.
Shareholding in the Company	NIL

3. Smt. Madhu Goyal, Non-Executive and Independent Director

Date of Birth	15.01.1969
Expertise in Specific Functional Area	Smt. Madhu Goyal is an experienced person in Business matters.
Directorship in other Companies	Mani Compusoft Private Limited and Dayason Overseas Private Limited,
Committee Position	Member of Audit Committee and Shareholder and Investor Grievance committee of Unimode Overseas Limited.
Shareholding in the Company	Nil

4. Sh. Rakesh Kumar Jain, Non-Executive and Independent Director

Date of Birth	31.07.1962
Expertise in Specific Functional Area	Shri Rakesh Kumar Jain is a Member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India and have more then 20 years in finance.
Directorship in other Companies	R. S. N. Real Estate Private Limited, Raman Towers Private Limited, Mangal Towers Private Limited, Raman Buildcon Private Limited, Mangal Buildwell Private Limited, Mangal Houses & Banglows Private Limited, Mangal Commodities Private Limited, Lakeview Infrabuild Private Limited and SNS Properties & Leasing Limited.
Committee Position	Chairman of Audit Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited. Member of Remuneration Committee of Unimode Overseas Limited and SNS Properties & Leasing Limited.
Shareholding in the Company	NIL

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 17th Annual Report of Unimode Overseas Limited together with Audited Financial Statements and Auditor's Report for the Financial Year ended as on 31st March 2009. The Financial Highlights for the year under review are given below:

Financial Results	2008-09 (Rs.)	2007-08 (Rs.)
Total Income	10,40,121	—
Profit / (Loss) before Interest and Tax, Interest	8,38,556	(11,08,029)
Profit/Loss before Tax	8,38,556	(11,08,029)
Provision for Taxation	95,910	—
Profit / (Loss) after Tax	7,42,646	(11,08,029)

Performance

During the year under review, the management of the Company proposed for voluntary winding up of the Company. Later on, a section of shareholders who could not attend the Meeting had requisitioned an Extra Ordinary General Meeting to declare the winding up proceeding undertaken as null and void.

The Company had earned Rs. 10,40,121/- as interest on Income Tax Refund and assignment of debt, which was treated bad debt in the earlier years.

Dividend

In view of the brought forward losses, your Directors have not recommended any dividend.

Business Operations Overview & Future Outlook

The Company is not pursuing any serious business as of now. It is proposing to start trading in fabric, garments etc. and also to leverage 'UNIMODE' the Trade Mark of the Company.

Fixed Deposits

The Company has not accepted any deposits during the financial year under review.

Directors

In terms of the provisions of Companies Act, 1956 and the Articles of Association of the Company, Shri Indra Mohan Gupta, Director of the Company retire by rotation and being eligible, offer himself for re-appointment as non-executive Director.

During the period, Shri Narinder Kumar Goyal, Smt. Madhu Goyal and Shri Rakesh Jain were appointed Additional Directors of the Company.

Directors' Responsibility Statement

Pursuant to Section 217 (2AA) of the Companies Act, 1956, Directors confirm:

- that in the preparation of the Annual Accounts for the Year ended 31st March, 2009, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the Directors have prepared the Annual Accounts for the Financial Year ended 31st March, 2009 on a 'going concern' basis.

Particulars of Energy, Technology and Foreign exchange

A. Energy conservation	—	NIL
B. Technology absorption	—	NIL
C. Foreign Exchange earnings and out go	—	NIL

AUDITORS

M/s K. L. Datta & Company, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, being eligible offer themselves for re-appointment. The Company has received a certificate from them that their re-appointment if made would be within prescribed limits under Section 224(1B) of the Companies Act, 1956.

Auditors' Report

The Auditors Report is self explanatory and therefore do not call for any further explanation u/s 217(3) of the Companies Act 1956.

Audit Committee recommendations

The Audit Committee of the Company has been re-constituted with Shri Narender Kumar Goyal, Mrs. Madhu Goyal as Members and Shri Rakesh Jain as Chairman of the Committee.

high standards of corporate governance while interacting with all our stakeholders.

A separate section on Corporate Governance alongwith from Chartered Accountants K.L. Datta & Company, confirming level of Compliance is annexed and forms part of the Directors' Report.

Appreciation

Your Directors greatly appreciate the efforts of Liquidator and Investors for the support.

For and on Behalf of the Board

Sandeep Gupta
Director

Narinder Kumar Goyal
Director

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance assumes a great deal of importance in the future business strategies of the Company.

II. BOARD OF DIRECTORS

(A) Composition of Board

The Present Board of Directors of the Company comprises Six Directors consisting all Non-executive Directors.

(B) Other provisions as to Board and Committee

The details of the other directorship of the Board and their attendance at the Board meetings held during the year, i.e. between April 1, 2008 to March 31, 2009 is given in the following table:

Name	Category	Board meeting Attendance		No. of Directorship In other Companies\$	No. of Committee position held**	
		Attended during the Year	at last AGM		Chairman	Member
Mr. Sandeep Gupta	Promoter-Non-Executive Director	3	Yes	—	—	—
Mr. Ashish Gupta	Non-Executive Director Independent Director	3	No	—	—	—
Sh. Inder Mohan Gupta	Non-Executive Director Independent Director	3	No	—	—	—
Sh. Narinder Kumar Goyal*	Non-Executive Director Independent Director	0	No	1	—	—
Mrs. Madhu Goyal*	Non-Executive Director Independent Director	0	No	—	—	—
Sh. Rakesh Jain**	Non-Executive Director Independent Director	0	No	1	—	—

*Appointed as Additional Director of the Company w.e.f. 31.07.2009. **Appointed as Additional Director of the Company w.e.f. 01.09.2009. \$ Exclusive of the Directorship in Private Limited Companies, Non-Corporate Institutions, foreign Companies and Section 25 Companies.

The Board periodically reviews Compliance reports of all laws applicable to the Company and has put in place procedure to review steps taken by the Company to rectify the instances of non-compliances, if any.

(D) Number of Board Meetings held and dates:

During the financial year 2008-2009 the Board of Directors met (3) times. The dates of the meetings are 30th April 2008, 30th July 2008 and 18th August 2008.

(E) Information supplied to the Board:

The Board has complete access to all information with the Company. The information is provided to the Board and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes:

- Business/Operating Plans,
- Quarterly, Half yearly and yearly results of the Company
- Minutes of the Meetings of audit Committees and other Committees of the Board.

The Board periodically reviews compliance of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances if any.

(F) Code of conduct:

The Board will make code of conduct for all the Board members and senior management personnel in the coming Board Meeting.

III. AUDIT COMMITTEE:

(A) Qualified & Independent Audit Committee:

The Company had re-constituted Audit Committee on September 1, 2009. It is functioning as under:

- (i) At present the committee comprises of three Non-Executive Independent Directors viz Shri Rakesh Jain, Sh. Narinder Kumar Goyal and Smt. Madhu Goyal.
- (ii) All the members of the committee are financially literate.
- (iii) Shri Rakesh Jain was appointed as Chairman of the Audit Committee w.e.f. 1st September 2009.
- (iv) The terms of reference of the committee have been revised in conformity with the provisions of section 292A of the Companies Act 1956 and the new/revised clause 49 of the listing agreement.

(B) Meetings of Audit Committee

During the year No meeting of the Audit Committee was held.

V. DISCLOSURES

(A) Related Party Transactions

The Company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives etc, that may have any potential conflict of interest with the company.

(B) Disclosure of Accounting Treatment

During the year, there has been no change in the accounting treatment of Accounting Standard applicable to the Company.

(C) Risk Management

In terms of new provision of Clause 49 & contemporary practices of good corporate governance, Company has developed the policies & procedures to assess the risk associated with the Company and minimization thereof and periodically informed the Board of Directors for their review to ensure that the executive management, controls the risk in accordance with the defined policies and procedures adopted by the Company.

Remuneration Committee (Non-Mandatory)

At present the Remuneration Committee of the Company comprises of the following members who are Non-Executive and Independent Directors of the Company:

1. Shri Sandeep Gupta, Chairman
2. Shri Narinder Kumar Goyal, Member
3. Shri Rakesh Jain, Member

During the year there are no such Remuneration Committee Meeting of the Company has been held by the Company.

Shareholders'/ Investors' Grievance Committee:

1. The Board of Directors of the Company has re-constituted a Shareholders'/ Investors' Grievance Committee on 31st July 2009. The Shareholders'/ Investors'

We have audited the attached Balance Sheet of **UNIMODE OVERSEAS LIMITED** as at 31st March 2009 and the Profit & Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. We also state that these financial statements are the responsibility of the Company management and our responsibility is to express an opinion on these financial statements based on our audit.

As far the scope and basis of our opinion, we state that we have conducted our audit in accordance with auditing standards generally accepted in India and obtained reasonable assurance about whether the financial statements are free of material misstatements. Our audit includes, wherever necessary, examining on a test basis, the evidence supporting the amounts and disclosures in the financial statements and also including assessing adherence to the accounting principles and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

We report as follows:

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified on paragraphs 4 & 5 of the said order.
2. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of Books;
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - d) In our opinion and according to the explanations given to us, the Profit and Loss Account, the Cash Flow Statement and the Balance Sheet comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, our opinion, and explanations given to us, none of the directors are disqualified as on 31st March 2009 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon, subject to note No. 5 of Significant Accounting Policies and note No.11,12 of Financial Note on Accounts as on date give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view,
 - i) In the case of the Balance Sheet of the state of affairs of the company as at 31st March, 2009, and
 - ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date.
 - iii) In the case of the Cash Flow Statement, of the cash flow for the ended on that date.

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date)

1. (a) The Company has maintained proper records showing full particulars, including Quantitative details and situation of fixed assets.
- (b) No Fixed Assets were verified by the company's Management in absence of any fixed assets during the year under
- (c) We draw attention to our comments in Para 2 (f) in our audit report of even date regarding sale of entire fixed assets by the company and have the substantial doubt on going concern as a result of such sale.
2. No Comments are required on physical verification of stock in absence of such stock.
3. The Company has not granted/taken any loans secured or unsecured to/from Companies, Firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

4. The Company has not given Loans or Advances in the nature of loans who are repaying the principal amount as per the policy of the Company. No interest is recovered on such loans or advances.
5. No Comments are required on internal control procedure in absence of any Commercial activity
6. (a) According to the information and explanations given to us there are no transactions made in pursuance of contracts or arrangements, that need to be entered into the register maintained under section 301, of the Companies Act, 1956 have been recorded in the register;
- (b) According to the information and explanations given to us, the no transactions have been made referred to under sub clause (a) above which exceed Rs. 5,00,000/- in each case .
7. The Company has not accepted any deposits from the public and consequently the provisions of Section 58-A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules 1975 are not applicable. We are informed that the Company Law Board has passed no order in this regard.
8. The Company do not have any internal audit system in absence of any commercial activities.
9. The Central Government has not prescribed maintenance of cost records under section 209 (l) (d) of the Companies Act, 1956 for any of the products of the Company.
10. During the year under review, we are informed that the company has no employee on its payroll and as such provisions of ESI and EPF are not applicable to this company during the year under review.
 - a. According to the information and explanations given to us there are no dues of Sales tax, custom duty, wealth tax, excise duty and cess.
11. The Company is a Sick Industrial Company within the meaning of Clause (o) of sub Section (1) of Section (3) and accumulated loss of the Company is more than 50% of its net worth and the Company is treated as a Sick Industrial Company as per the provision of the Sick Industrial Companies (Special Provisions) Act, 1985.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore the question of maintenance of documents and records in respect thereof does not arise.
13. In our opinion, the Company is not a chit fund, nidhi, mutual benefit or a society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In our opinion the Company is not dealing in shares, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
15. According to the information and explanations given to us and an overall examination of the Balance Sheet of the Company we report that no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term investments assets except permanent working capital.
16. In our opinion, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956.
17. The Company has not issued or raised money through debentures.
18. The Company has not raised any money through public issue during the year under review.
19. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For K.L. Datta & Company
Chartered Accountants

Place : New Delhi
Date : 1st September 2009

(V. K. Datta)
Partner

(Amount in Rs.)

Particulars	Schedule	(Amount in Rs.)	
		As At 31.03.2009	As At 31.03.2008
SOURCES OF FUNDS			
SHARE HOLDERS FUNDS			
SHARE CAPITAL	"1"	50,072,070.00	50,072,070.00
LOAN FUNDS			
UNSECURED LOAN *		230,000.00	230,000.00
*(FROM DIRECTOR & OTHER'S)			
TOTAL		50,302,070.00	50,302,070.00
APPLICATION OF FUNDS			
CURRENT ASSETS, LOANS & ADVANCES			
CASH & BANK BALANCES	"2"	67,430.38	25,985.38
LOANS & ADVANCES	"3"	1,202,500.00	394,799.00
		1,269,930.38	420,784.38
LESS : CURRENT LIABILITIES "4"		112,118.00	5,618.00
AND PROVISIONS			
NET CURRENT ASSETS		1,157,812.38	415,166.38
PROFIT & LOSS ACCOUNT		49,144,257.62	49,886,903.62
TOTAL		50,302,070.00	50,302,070.00
SIGNIFICANT ACCOUNTING POLICIES			
NOTES ON ACCOUNTS "5"			

As per our Audit Report of even date attached

FOR K. L. DATTA & CO.
Chartered Accountants

For and on behalf of the Board

V. K. DATTA
Partner

SANDEEP GUPTA
Chairman & Director

NARINDER KUMAR GOYAL
Director

Place : New Delhi
Dated : 01.09.2009

(Amount in Rs.)

Particulars	Schedule	(Amount in Rs.)	
		As At 31.03.2009	As At 31.03.2008
INCOME			
Interest On Income Tax Refund		40,121.00	0.00
Bad Debts Written Back		1,000,000.00	0.00
		1,040,121.00	0.00
EXPENDITURE			
Administrative Overheads			
Audit Fee		5,515.00	5,618.00
Bank Charges		201.00	0.00
Share Transfer Exp.		13,899.00	0.00
Bad Debts		0.00	1,086,186.31
Legal & Filing Fees		36,300.00	0.00
Printing & Stationery/Agm Expenses		145,650.00	0.00
Loss On Sale Of Investment		0.00	16,225.00
		201,565.00	1,108,029.31
Net Profit/(Loss) Before Tax		838,556.00	(1,108,029.31)
Less : Provision For Income Tax		(95,910.00)	0.00
Net Profit/(Loss) After Tax		742,646.00	(1,108,029.31)
Add: Net Profit/(Loss) Brought Forward From Last Year		(49,886,903.62)	(48,778,874.31)
Net Profit/(Loss) Available For Appropriation		(49,144,257.62)	(49,886,903.62)
Net Profit/(Loss) Carried Forward To Balance Sheet		49,144,257.62	(49,886,903.62)
Significant Accounting Policies			
Note On Accounts "5"			

As per our Audit Report of even date attached

FOR K. L. DATTA & CO.
Chartered Accountants

For and on behalf of the Board

V. K. DATTA
Partner

SANDEEP GUPTA
Chairman & Director

NARINDER KUMAR GOYAL
Director

Place : New Delhi
Dated : 01.09.2009

SCHEDULE FORMING PART OF THE ACCOUNTS

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	As At 31.03.2009	As At 31.03.2008
SCHEDULE "1" - SHARE CAPITAL		
AUTHORISED CAPITAL		
52,50,000 EQUITY SHARE OF Rs.10/- EACH	52,500,000.00	52,500,000.00
ISSUED, SUBSCRIBED & PAID UP		
ISSUED & SUBSCRIBED CAPITAL		
50,10,507 EQUITY SHARES (PREVIOUS YR.50,10,507) OF Rs. 10/- FULLY PAID UP IN CASH	50,105,070.00	50,105,070.00
PAID-UP CAPITAL		
50,07,207 EQUITY SHARES (PREVIOUS YR.50,07,207) OF Rs. 10/- FULLY PAID UP IN CASH	50,072,070.00	50,072,070.00
TOTAL	50,072,070.00	50,072,070.00
SCHEDULE "2" - CASH & BANK BALANCES (AS Certified by the Management)		
A) CASH IN HAND	56,693.58	22,967.58
B) CANARA BANK (DIVIDEND 94)	3,017.80	3,017.80
C) BANK OF RAJASTHAN LTD.	7,719.00	0.00
TOTAL	67,430.38	25,985.38

(Amount in Rs.)

Particulars	(Amount in Rs.)	
	As At 31.03.2009	As At 31.03.2008
SCHEDULE "3" - LOANS & ADVANCES (UNSECURED BUT CONSIDERED GOOD BY THE MANAGEMENT)		
A. ADVANCE RECOVERABLE IN CASH OR KIND OR VALUE TO BE RECEIVED THEREON		
(I) INCOME TAX REFUND	0.00	192,299.00
(II) BANARAS IGA SOUTH ASIA LIMITED	1,000,000.00	0.00
B. SECURITY DEPOSITS		
(I) STOCK EXCHANGE	182,500.00	182,500.00
(II) SALES TAX NOIDA	20,000.00	20,000.00
TOTAL	1,202,500.00	394,799.00
SCHEDULE "4" - CURRENT LIABILITIES & PROVISION		
AUDITORS REMUNERATION PAYABLE	11,133.00	5,618.00
SKYLINE FINANCIAL SERVICES PVT. LTD.	5,075.00	0.00
PROVISION FOR INCOME TAX	95,910.00	0.00
TOTAL	112,118.00	5,618.00

1) REVENUE RECOGNITION

Revenue is being recognised on accrual basis of accounting in accordance with the Guidance note issued by the Institute of chartered Accountants of India. Accordingly, if there are any uncertainties in realisation, Income is not accounted for.

2) FIXED ASSETS

Fixed assets are accounted for on historical cost basis, inclusive of the cost of installation, as the case may be.

3) GRATUITY

No provision for gratuity is made as no staff falling under this category at the last day of the financial year.

4) FOREIGN CURRENCY

Not Applicable, as no Sales are made during the year under review.

5) INVESTMENT

Investments are valued at cost inclusive of expenses incidental to their acquisition, if any. Investments meant for long term are carried at cost and any diminution in value, though material is not recognised if such diminution in value, in the opinion of the management, is temporary in nature.

6) TRANSACTIONS IN FOREIGN CURRENCIES(Other than for Fixed Assets)

Not applicable, as no transaction in Foreign Currency are carried out during the year under review.

7) TAXATION

(a) Provision for Income Tax is made in accordance with Income Tax Act, 1961

8) PROVISION FOR DOUBTFUL DEBTS

The Company does not make provision for doubtful debts, and follow the practice or writing off bad debts as and when determined. However, all the debts exceeding more than one year.

9) PROVISION FOR EXPENSES

The Company made necessary provision for all the required expenses pertaining to financial year 2008-2009.

NOTES ON ACCOUNTS

1. CONTINGENT LIABILITIES

In terms of AS-29 on Contingent Liabilities, the management is of the opinion that at present there is no Contingent Liability as on the date of this Balance Sheet.

2. Sundry Debtors, Sundry Creditors, Loan & Advances and Bank Balances are subject to confirmation from the respective parties.

3. Disclosure requirements as per Accounting Standard AS-18 "Related Party Disclosure" are not applicable in absence of any related party transaction during the year under review.

4. Deferred Tax:

In absence of any fixed assets, the Provision of Deferred tax in accordance to AS-22 not applicable.

5. Previous year figures have been re-arranged and re-grouped, wherever necessary.

6. Payments to Directors by way of remuneration

7. Payment made to Auditors		
For Statutory Audit	5,515.00	5,618.00
	5,515.00	5,618.00

8. No Provision for Listing Fee of Stock Exchanges is made during the Financial Year 2008-09, as the management has decided that the same shall accounted for on payment basis.

9. The Company has not appointed any Company Secretary, as per requirement of Section 383 A of the Companies Act, 1956, hence annual accounts are not signed by the Company Secretary.

10. The management has contacted M/s Banaras IGA South Asia Limited, who have agreed to recover the amount from the debtors, which have already been written off as Bad Debts in previous year and that company has guaranteed the recovery of such bad debt for Rs.10,00,000/- and hence, the management has written back those bad debts as income in the year under review at Rs. 10,00,000/-. In case if the recovery agency can recover higher amount than this, than the same shall be the income of recovery agency.

11. No commercial activities were carried out by the company during the year under review. Hence no Expenses debited under the head'Manufacturing Overheads.

12. Additional information required by para 3 to (4D) part II of schedule VI to the Companies Act, 1956 are not given in absence of any commercial/manufacturing activities is as under :-

(CAPACITY, PRODUCTION, PURCHASES, SALES, CONSUMPTION AND STOCKS: Not applicable, being no commercial activity.)

13. Earning in Foreign Currency	NIL	NIL
14. Expenditure in Foreign Currency	NIL	NIL

15. As per the information given by the management, the Company had passed a resolution in its Annual General Meeting held on 30.09.2008 for voluntary winding up and necessary steps regarding filing of documents, advertisement etc. took place during the year under review. Thereafter, the shareholder's in its EGM/ Board Meeting dated 29.06.2009, passed a resolution to withdraw the earlier resolution of voluntary winding up and decided to continue the existence of the Company with the intention to look for an opportunity to continue the business in long term. Accordingly, the Board of Directors vide its resolution and vide its letter dt. 08.07.2009 requested the statutory Auditor to Conduct the Audit of Balance Sheet as at 31.03.2009 and to give their report thereon.

As Per Our Audit Report of Even Date Attached.

For : K. L. Datta & Co.
Chartered Accountants

(V.K.Datta)
Partner

For And On Behalf Of The Board

Place : New Delhi
Date : 01.09.2009

(Sandeep Gupta)
Chairman & Director

(Narinder Kumar Goyal)
Director

GENERAL PROFILE**31ST MARCH 2009**

(Pursuant to Clause - 32 of the Listing Agreement)

I. REGISTRATION DETAILS

Registration No.	048444
State Code	55
Balance Sheet Date	31.03.2009

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN Rs.000')

Public Issue	Nil
Reight Issue	Nil
Bonus Issue	Nil
Private Placement	Nil

III. POSITION OF MOBILISATION & DEVELOPMENT OF FUNDS (AMOUNT IN RS.000')

Total Liabilities	50,302.07
Total Assets	50,302.07
Sources Of Funds	
Paid up Capital	50,072.07
Reserve & Surplus	Nil
Unsecured Loans	230.00
Application Of Funds	
Investments	Nil
Net Current Assets	1,157.81
Accumulated Losses	49144.26

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS.000')

Total Expenditure	201.57
Profit / Loss Before Tax	838.56
Profit / Loss After Tax	742.65
Earning Per Share (Rs.)	0.15
Dividend Rate %	Nil

V. GENERAL NAMES OF THERE PRINCIPAL PRODUCT / SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code)	43031000
Product Description	Leather Garments

A. CASH FLOW FROM OPERATING ACTIVITIES :

	2008-2009	(Rs.in Lacs) 2007-2008
Net Profit Before Tax And Extraordinary Items	7.43	-11.08
Adjustment For :		
Interest & Exchange Difference		
Misce. Expenses Written Off	0.00	0.00
Loss on Sale of Fixed Assets	0.00	0.00
Loss on Sale of Machinery	0.00	0.00
Loss on Investments	0.00	0.16
Operating Profit Before Working Capital Charges	7.43	-10.92
Adjustment For :		
Trade & Other Receivables	-8.08	16.57
Trade Payables	1.06	-5.36
Cash Generated From Operations	0.41	0.29
Interest Paid & Exchange Difference	0.00	0.00
Cash Flow Before Extraordinary Items	0.00	0.29
Net Cash From Operating Activities	0.00	0.29

B. Cash Flow From Investing Activities :

Sale of Investments	0.00	0.20
Accumulated Depreciation	0.00	0.00
Net Cash Used In Investing Activities	0.00	0.20

C. Cash Flow From Financing Activities :

Repayment of :		
Unsecured Loans	0.00	-0.35
Deferred Tax Liability	0.00	0.00
Long Term Borrowings	0.00	0.00
Net Cash Used In Financing Activities	0.00	-0.35
Net Increase In Cash & Cash Equivalents (A+B+C)	0.41	0.14
Cash & Cash Equivalents As At (Opening Balance)	0.27	0.12
Cash & Cash Equivalents As At (Closing Balance)	0.68	0.26

For and on behalf of the Board

SANDEEP GUPTA
Chairman & Director

ASHISH GUPTA
Director

Place : New Delhi
Dated : 01.09.2009

AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of **M/S UNIMODE OVERSEAS LIMITED** for the year ended 31st March, 2009. The Statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date.

FOR K. L. DATTA & CO.
Chartered Accountants

Place : New Delhi
Dated : 01.09.2009

V. K. DATTA
Partner

L.F. No. : _____

D.P. ID* : _____

Client ID* : _____

I/We.....of..... being a member/members of UNIMODE OVERSEAS LIMITED hereby appoint..... of.....or failing him/her.....as my/our proxy to vote for me/us on my/our behalf at the 17th Annual General Meeting of the Company to be held on Tuesday at 10.00 a.m. on 29th day of September, 2009 and any adjournment thereof.

Signed this.....day of.....2009.

(Signature of the Shareholder)

Affix
a 30 paise
Revenue
Stamp

NOTE : The Proxy form completed and stamped must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

* Applicable for investors holding shares in electronic form.



ATTENDANCE SLIP

UNIMODE OVERSEAS LIMITED

Regd. Office : E-87, Masjid Moth, Greater Kailash - III, New Delhi - 110 048.

17TH ANNUAL GENERAL MEETING HELD ON TUESDAY AT 29TH DAY OF SEPTEMBER, 2009

I/We hereby record my presence at the 17th Annual General Meeting of the Company.

L.F. No. : _____

D.P. ID* : _____

Client ID* : _____

NAME	FATHER'S/HUSBAND'S NAME	SIGNATURE (MEMBER/PROXY)

NOTE : (1) Attendance slip not filled in properly will not be entertained.
(2) All joint holders should use only one slip.
(3) Bags/Briefcases are not allowed inside the venue and the Company shall not be responsible for loss of the same.
* Applicable for investors holding shares in electronic form.

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